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6 Attorneys for Terrafusion, Inc. and  
7 MCC Partners NY, LLC

8  
9 **UNITED STATES DISTRICT COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**

10 KingU133

Court File No. \_ 3:15-cv-2993 \_\_\_\_\_

11 Plaintiffs,

12 v.

13 TERRAFUSION, INC.; and DOES 1-10,  
14 inclusive,

NOTICE OF REMOVAL OF ACTION  
UNDER 28 U.S.C. §1441(B)  
(DIVERSITY)

15 Defendants.

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17 **TO THE CLERK OF THE ABOVE-ENTITLED COURT:**

18 PLEASE TAKE NOTICE that Defendant MCC Partners NY LLC, doing business  
19 as MCCP ("MCCP"), hereby removes to this Court the state court action described below.

20 1. On May 15, 2012, an action was commenced in the Superior Court of the  
21 State of California in and for the (City and) County of San Francisco, entitled *Edward*  
22 *Rotstein, an individual, and Terrafusion International, Inc. Plaintiffs, vs. Terrafusion, Inc.*  
23 *And Does 1 - 10, Inclusive, Defendants*, as case Number CGC-12-520812. A copy of the  
24 complaint is attached hereto as Exhibit "A".  
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2. On 05/22/2015, Plaintiffs filed its Second Amended Complaint that amended  
3 the Complaint in numerous material manners, including but not limited to the amending  
4 “DOE 1” to be Defendant “MCCP, Inc.” and asserting materially new causes of action for  
5 fraudulent conveyance and declaratory relief against all parties. A copy of the Second  
6 Amended Complaint (“SAC”) is attached hereto as Exhibit “B”. Defendant MCC  
7 Partners NY LLC, was wrongly named as “MCCP, Inc.” in the SAC.  
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10 3. The Plaintiffs served the SAC and Amended Summons on Defendant  
11 Terrafusion, Inc. on May 27, 2015 via email.  
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13 4. The Plaintiffs have not yet served the SAC and Amended Summons on  
14 Defendant MCCP, nor has MCCP made an appearance in the case.  
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5. This action is a civil action of which this Court has original jurisdiction under  
17 28 U.S.C. § 1332, and is one which may be removed to this Court by defendant MCCP  
18 pursuant to the provisions of 28 U.S.C. § 1441(b) in that it is a civil action between  
19 citizens of different states and the matter in controversy exceeds the sum of \$75,000,  
20 exclusive of interest and costs because Plaintiffs are asking for general damages in the  
21 amount exceeding of \$320,000.00 and the declaratory relief sought by Plaintiffs from  
22 MCCP—i.e. declaring that certain assets currently owned by Defendants MCCP, which  
23 assets MCCP purchased in good faith from Defendant Terrafusion, Inc., is owned by  
24 Plaintiffs—is valued at more than the sum of \$75,000, exclusive of interest and costs.  
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6. Defendant MCCP is informed and believes, and on that basis alleges, that Cross-Defendant Edward Rotstein is, and at all times mentioned herein was, an individual and resident of the County of King, State of Washington.

7. Defendant MCCP is informed and believes, and on that basis alleges, that Plaintiff Terrafusion International, Inc. is, and at all times mentioned herein was, a corporation incorporated under the laws of the State of Washington, with its principal place of business in the State of Washington.

8. Defendant MCCP is informed and believes, and on that basis alleges, that Terrafusion is, and at all times mentioned herein was, a duly organized and existing corporation incorporated under the laws of the State of Delaware, with its principal place of business in the County of New York, State of New York.

9. MCCP is, and at all times mentioned herein was, a duly organized and existing Limited Liability Company incorporated under the laws of the State of New York, with its principal place of business in the County of Kings, State of New York. All of the Members of the MCCP are citizens of the State of New York.

## SILVER LAW FIRM, APC

Dated: 06/26/2015

By: /s/ Zvi A. Silver  
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